

710  
15214-A

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN OHIO  
\*ALSO ADMITTED IN MARYLAND

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING  
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WASHINGTON, D.C.

20006-2973

OF COUNSEL  
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CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX

RECORDATION NO. 15214-A Filed & Recorded

MAY 22 1987 3-1 5 PM

INTERSTATE COMMERCE COMMISSION 440367 A AND A

May 22, 1987

7-142A038

MAY 22 1987  
Fee \$ 10.00  
IOC Washington, D.C.

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are the original and nine (9) counterparts of an Amendment No. 1 to Security Agreement-Trust Deed dated as of April 23, 1987, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to a Security Agreement-Trust Deed dated as of April 1, 1987, which was duly filed and recorded at 3:50 p.m. on April 23, 1987 and assigned Recordation Number 15214.

The names and addresses of the parties to the enclosed document are:

Debtor: Wilmington Trust Company, as Trustee  
under GATC Trust No. 87-1  
Rodney Square North  
Wilmington, Delaware 19890

Secured Party: Mercantile-Safe Deposit and Trust  
Company  
Two Hopkins Plaza  
P.O. Box 2258  
Baltimore, Maryland 21203

MOTOR OPERATING UNIT

MAY 22 3 10 PM '87

THE SECRETARY  
ICC OFFICE OF

*Charles T. Kappler*

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
May 22, 1987  
Page Two

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

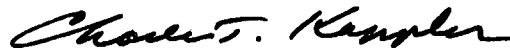
Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amendment No. 1 to Security Agreement-Trust Deed dated as of April 23, 1987 between Wilimington Trust Company, as Trustee, Debtor, and Mercantile-Safe Deposit and Trust Company, as Security Trustee, Secured Party, covering Tank Cars, Hopper Cars and Airslide Cars.

Very truly yours,

  
Charles T. Kappler

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

5/22/87

Charles T. Kappler  
Alvord & Alvord  
918 16th Street, N.W.  
Washington, D.C. 20001

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/22/87 at 3:15 Pm, and assigned recordation number(s). 15214-A

Sincerely yours,

*Noreta R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

RECORDATION NO. 15214-A Filed & Recorded

MAY 22 1987 3-1 5 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO SECURITY AGREEMENT-TRUST DEED

THIS AMENDMENT NO. 1 TO SECURITY AGREEMENT-TRUST DEED dated as of April 23, 1987 is between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity, but solely as Trustee (the "Debtor") under the Trust Agreement dated as of April 1, 1987 for the benefit of CHRYSLER CAPITAL CORPORATION, a Delaware corporation (the "Trustor"), Debtor's post office address being Rodney Square North, Wilmington, Delaware 19890, and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY (the "Secured Party"), whose post office address is Two Hopkins Plaza, P.O. Box 2258, Baltimore, Maryland 21203.

R E C I T A L:

The Debtor and the Secured Party have entered into a Security Agreement-Trust Deed dated as of April 1, 1987 (the "Security Agreement") and desire to amend certain of the provisions thereof;

WHEREAS, the Security Agreement was filed with the Interstate Commerce Commission at 3:50 P.M. on April 23, 1987 with index no. 15214.

NOW, THEREFORE, the parties agree as follows:

1. Section 4.3 of the Security Agreement is amended by adding at the end thereof the following:

In the event the Secured Party has retained monies which would otherwise be paid or released to or upon the order of the Debtor, pursuant to Section 4.1(a), 4.1(b)(iii) or 4.1(c)(iii) because of the existence of an Event of Default under the Lease (or an event which with notice or lapse of time or both would become such an Event of Default), the Secured Party shall pay or release such monies to the Debtor (to the extent and only to the extent that since such last occurrence such monies have not been applied pursuant to the preceding sentence and the Notes have not been accelerated pursuant to Section 5) upon the earlier of the date (x) no such Event of Default or event is continuing or (y) one year after the last such Event of Default or event has occurred.


2. Except as amended hereby, the Security Agreement is ratified and confirmed in all respects.

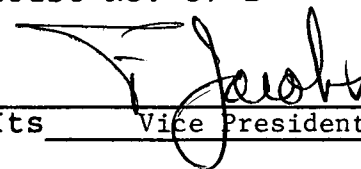
IN WITNESS WHEREOF, the Debtor has caused this Security Agreement to be executed, as of the day and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Trustee under GATC Trust No. 87-1

[CORPORATE SEAL]

ATTEST:

By                        
Its Assistant Secretary

By                        
Its Vice President

MERCANTILE SAFE-DEPOSIT AND TRUST COMPANY, as Security Trustee

By                                       
Its                                     

[CORPORATE SEAL]

ATTEST:

By                                       
Its Corporate Trust Officer

IN WITNESS WHEREOF, the Debtor has caused this Security Agreement to be executed, as of the day and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Trustee under GATC Trust No. 87-1

[CORPORATE SEAL]

ATTEST:

By \_\_\_\_\_  
Its \_\_\_\_\_


By \_\_\_\_\_  
Its \_\_\_\_\_ Secretary

MERCANTILE SAFE-DEPOSIT AND TRUST COMPANY, as Security Trustee

By  \_\_\_\_\_  
Its \_\_\_\_\_ VICE PRESIDENT

[CORPORATE SEAL]

ATTEST:

By  \_\_\_\_\_  
Its Corporate Trust Officer

STATE OF DELAWARE           )  
                                      ) SS  
COUNTY OF NEW CASTLE    )

On this 20 th day of May, 1987, before me personally appeared Francis B. Jacobs, II and Arden M. Knott, to me personally known, who being by me duly sworn, say that they are a Vice President and Assistant Secretary of WILMINGTON TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Maria E. Grace  
Notary Public

My commission expires: 9/10/90

STATE OF MARYLAND           )  
                                      ) SS  
COUNTY OF BALTIMORE    )

On this \_\_\_\_\_ th day of \_\_\_\_\_, 1987, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, to me personally known, who being by me duly sworn, say that they are a \_\_\_\_\_ and \_\_\_\_\_, respectively, of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

(SEAL)

My commission expires:

STATE OF DELAWARE )  
 ) SS  
COUNTY OF NEW CASTLE )

On this \_\_\_\_\_th day of \_\_\_\_\_, 1987, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, to me personally known, who being by me duly sworn, say that they are a \_\_\_\_\_ and \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

(SEAL)

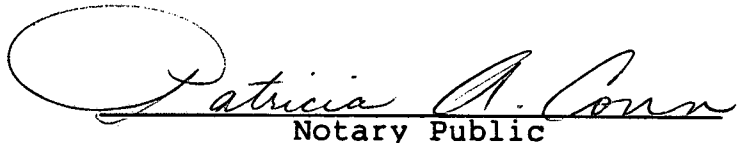
My commission expires:

STATE OF MARYLAND )  
 ) SS  
COUNTY OF BALTIMORE )

On this 5th day of May, 1987, before me personally appeared E. E. Schreiber and M. R. SIGLER, to me personally known, who being by me duly sworn, say that they are a VICE PRESIDENT and CORPORATE TRUST OFFICER, respectively, of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(-SEAL)

My commission expires: 7-1-90

  
Notary Public